

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**LIMETREE BAY SERVICES, LLC, *et al.***<sup>1</sup>

**Debtors.**

**CHAPTER 11**

**CASE NO.: 21-32351**

**Jointly Administered**

**SECOND INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) OBTAIN  
POSTPETITION SENIOR SECURED SUPERPRIORITY FINANCING AND (B) USE  
CASH COLLATERAL, (II) GRANTING ADEQUATE PROTECTION TO  
PREPETITION SECURED PARTIES, (III) MODIFYING THE AUTOMATIC STAY,  
(IV) SCHEDULING A FINAL HEARING, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (the “Debtors”), the court enters this Order (the “Second Interim Order”) extending the terms of the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* dated July 14, 2021 (Doc. No. 104) (the “Interim Order”)<sup>2</sup> with respect to the Debtors’ rights to use cash collateral through August 8, 2021, with the following revisions:

A. The portion of the Approved Budget for the period from August 2, 2021, through and including August 8, 2021, is attached hereto as **Exhibit A**. See Interim Order ¶ N. For the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Interim Order.

avoidance of doubt, nothing in this Second Interim Order authorizes, or shall be construed as authorizing, any DIP Financing in excess of the \$5.5 million in DIP Financing authorized in the Interim Order.

B. Hearing Date. A continuation of the Interim Hearing shall occur on **August 6, 2021 at 10:30 a.m. prevailing Central Time.** The Debtors shall file proposed revised terms for obtaining additional credit and use of cash collateral following expiration of this Second Interim Order, if any, by August 4, 2021, at 3:00 p.m. prevailing Central Time. **Objections and responses to such proposed relief shall be due by August 5, 2021, at noon prevailing Central Time.**

C. Except as otherwise set forth herein, all terms and provisions of the Interim Order remain unchanged and in full force and effect.

D. This Second Interim Order is immediately valid, effective and enforceable upon the date signed by the Court and entered on the docket in the Chapter 11 Cases.

Signed on August \_\_, 2021.

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**David R. Jones**  
**UNITED STATES BANKRUPTCY JUDGE**

**Exhibit A**

Approved Budget for the period from August 2, 2021 through and including August 8, 2021

**Limetree Bay Refinery****Forecasted Results of Operations and Cash Flows**Wk Beginning 8/2/21

	Week ----->	<b>4</b>
	Beginning of Week	<b>8/2/21</b>
	End of Week	<b>8/8/21</b>
<b>Cash Receipts</b>		<b>\$ -</b>
<b>Cash Disbursements</b>		
Payroll / Benefits		\$ 239
Fuel		395
Maintenance and Other Outside Services		298
Insurance [1]		78
IT Support / Software / Hardware		20
Environmental / Safety		-
Admin / Site Services		180
Relocation Costs		550
Limetree Bay Terminal Services		150
EPA Mandated Expenditures		136
Utility Adequate Assurance Payment		483
Flare Repair		185
Hydrocarbon Removal [2]		310
<b>Total Cash Disbursements</b>		<b>\$ 3,024</b>
<b>Operating Cash Flow</b>		<b>\$ (3,024)</b>
<b>Other (Sources) / Uses</b>		
DIP Financing Costs		\$ 23
Revolver Interest Payments		-
Insurance Claims Professionals		-
Term Lender Agent Fee		-
Engineering Professionals (Turner Mason)		100
<b>Total Other (Sources) / Uses</b>		<b>123</b>
<b>Net Cash Flow Before Professional Fees</b>		<b>\$ (3,147)</b>
<b>Professional Fees</b>		
DIP Lender Counsel		\$ -
Term Lender Professionals		-
Independent Director		-
J Aron Counsel		-
Revolver Counsel		-
Investment Banker		-
<b>Total</b>		<b>\$ -</b>
<b>Net Cash Flow</b>		<b>\$ (3,147)</b>
<b>Accumulated</b>		<b>(3,146.7)</b>
<b>Beginning Cash Balance</b>		<b>\$ 3,500.0</b>
<b>Net Cash Flow</b>		<b>\$ (3,146.7)</b>
<b>DIP Draw</b>		<b>\$ -</b>
<b>DIP (Paydown)</b>		<b>\$ -</b>
<b>Ending Book Cash Balance</b>		<b>\$ 353</b>
<b>Ending DIP Balance</b>		<b>\$ 5,500</b>

Debtor Professional Fee Accrued (Cumulative) \$ 1,246

UCC Professional Fees Accrued (Cumulative) \$ 92

[1] - Existing premiums; coverages are currently under review with agents.

[2] - More spend after this period anticipated in order to complete hydrocarbon removal.  
Budgeting currently in process.